

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

	X	
	:	
In re	:	Chapter 11
	:	
AGILON ENERGY HOLDINGS II LLC, et al.¹	:	Case No. 21-32156 (MI)
	:	
	:	Jointly Administered
Debtors.	:	
	X	

**DECLARATION OF MICHAEL D. WARNER IN SUPPORT OF FOURTH INTERIM
AND FINAL FEE APPLICATION OF PACHULSKI STANG ZIEHL & JONES LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM AUGUST 11, 2021 THROUGH JUNE 14, 2022**

I, Michael D. Warner, declare under penalty of perjury:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“**PSZJ**”), with offices located at 440 Louisiana Street, Suite 900, Houston, Texas 77002, with other offices in California and Delaware. I am the lead attorney from PSZJ which is currently serving as co-counsel for the Official Committee of Unsecured Creditors (the “**Committee**”).

2. I have read the *Fourth Interim and Final Fee Application of Pachulski Stang Ziehl & Jones LLP for Allowance of Compensation for Services Rendered as Counsel to the Official Committee of Unsecured Creditors for the Period from August 11, 2021 Through June 14, 2022* (the “**Application**”) filed contemporaneously herewith.² To the best of my knowledge,

¹ The debtors and debtors in possession these chapter 11 cases (the “Bankruptcy Case(s)”), along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389) (“Agilon”), Case No. 21-32156; Victoria Port Power LLC (4894) (“VPP”), Case No. 21-32157; and Victoria City Power LLC (4169) (“VCP” and together with Agilon and CPP, the “Debtors”), Case No. 21-32158. The Debtors’ mailing address is: 5850 San Felipe, Ste. 601, Houston, Texas 77057.

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

information, and belief, formed after reasonable inquiry, the statements contained in the Application are true and correct. In addition, I believe that the Application is in conformity with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and this Court's orders.

3. In connection therewith, I hereby certify that:

- a. The fees and disbursements sought in the Application are billed at rates customarily employed by PSZJ and generally accepted by PSZJ's clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors' cases;
- b. In providing a reimbursable expense, PSZJ does not make a profit on that expense, whether the service is performed by PSZJ in-house or through a third party;
- c. In accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between PSZJ and any other person for the sharing of compensation to be received in connection with these Chapter 11 Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules and Local Rules; and
- d. All services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on July 28, 2022, in Lipan, Texas.

By: /s/ Michael D. Warner
Michael D. Warner